

EXHIBIT D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) November 9, 2012 (November 2, 2012)

MGT Capital Investments, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

0-26886
(Commission File Number)

13-4148725
(IRS Employer Identification No.)

500 Mamaroneck Avenue, Suite 204, Harrison, NY 10528
(Address of principal executive offices, including zip code)

(914) 630-7431
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 7.01 REGULATION FD DISCLOSURE

On November 2, 2012, the Company issued a press release announcing the filing of a lawsuit claiming patent infringement against multiple companies, which is attached hereto as **Exhibit 99.1**.

The information contained in this Current Report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The furnishing of the information in this Current Report on Form 8-K is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information contained in this Current Report on Form 8-K constitutes material investor information that is not otherwise publicly available.

The Securities and Exchange Commission encourages registrants to disclose forward-looking information so that investors can better understand the future prospects of a registrant and make informed investment decisions. This Current Report on Form 8-K and exhibits may contain these types of statements, which are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, and which involve risks, uncertainties and reflect the Registrant’s judgment as of the date of this Current Report on Form 8-K. Forward-looking statements may relate to, among other things, operating results and are indicated by words or phrases such as “expects,” “should,” “will,” and similar words or phrases. These statements are subject to inherent uncertainties and risks that could cause actual results to differ materially from those anticipated at the date of this Current Report on Form 8-K. Investors are cautioned not to rely unduly on forward-looking statements when evaluating the information presented within.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

The following exhibits are furnished herewith:

Exhibit No.	Description
99.1	Text of press release issued by the Company on November 2, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: November 9, 2012

MGT Capital Investments, Inc.

By: /s/ Robert B. Ladd

Name: Robert B. Ladd

Title: President and Chief Executive Officer

MGT CAPITAL INVESTMENTS FILES PATENT INFRINGEMENT LAWSUIT AGAINST CAESARS ENTERTAINMENT, MGM RESORTS, WMS GAMING, PENN NATIONAL GAMING AND ARUZE GAMING

HARRISON, NY - November 2, 2012 - **MGT Capital Investments, Inc.** (NYSE-MKT: MGT.BC), announced today its majority-owned subsidiary, MGT Gaming, Inc. ("MGT Gaming"), has filed a lawsuit claiming patent infringement against multiple companies believed to be violating MGT Gaming's United States Patent No. 7,892,088 ("the '088 Patent") entitled "Gaming Device Having a Second Separate Bonusing Event." The '088 Patent is directed to a gaming system in which a second game played on an interactive sign is triggered once specific events occur in a first game.

The lawsuit, which was filed today in the United States District Court for the Southern District of Mississippi (Jackson Division), alleges the defendants Caesars Entertainment Corporation (NASDAQ GS: CZR), MGM Resorts International, Inc. (NYSE: MGM), WMS Gaming, Inc. - a subsidiary of WMS Industries, Inc. (NYSE: WMS), Penn National Gaming, Inc. (NASDAQ GS: PENN), and Aruze Gaming America, Inc. either manufacture, sell or lease gaming systems in violation of MGT Gaming's patent rights, or operate casinos that offer gaming systems in violation of MGT Gaming's patent rights.

The U. S. Patent and Trademark Office issued the '088 Patent in February 2011. The corresponding patent application was filed in October 2001. The entire right, title and interest in the '088 patent, and all filed continuation patents, is owned by MGT Gaming, including the right to recover for past damages for any infringement of the patent. For full patent details, please refer to the Company's website at www.mgtci.com, or visit www.USPTO.gov.

The allegedly infringing products manufactured, distributed, used, sold and/or offered for sale by defendants include at least those identified under the trade names: "Pirate Battle," "Reel'em In Compete to Win," "Great and Powerful Oz," "Battleship," "Clue," and "Paradise Fishing."

In the Complaint, MGT Gaming is seeking preliminary and permanent injunctions against all defendants enjoining them from any continued acts of patent infringement, as well as to recover damages adequate to compensate for the infringement in an amount to be proven at trial, and to recover, in any event, a reasonable royalty from each defendant for its infringement, trebled, plus interest and costs as fixed by the court.

Robert A. Rowan, Esq. and Joseph S. Presta, Esq. from [Nixon & Vanderhye P.C.](#), a nationally recognized IP litigation law firm, are lead counsel for MGT Gaming. The Rowan and Presta trial team previously won one of the top 50 largest jury verdicts in 2007 against Progressive Gaming (formerly known as Mikohn Gaming) in a case tried in the United States District Court for the Southern District of Mississippi.

Commenting on the announcement, Robert Ladd, CEO of MGT Capital Investments, Inc., stated, "We are pleased to see that the gaming industry has embraced our patented technology by embedding it in a number of very successful gaming systems. Moreover, it is gratifying to see that many casino patrons find enjoyment in playing these casino games. However, we deserve fair compensation for their use of our patent. As the cornerstone of our long-term strategy to create shareholder value, we will vigorously enforce our intellectual property portfolio against infringement."

About MGT Capital Investments, Inc.

MGT and its subsidiaries are engaged in the business of acquiring and monetizing intellectual property rights. MGT Gaming, Inc., a majority-owned subsidiary, owns U. S. Patent No. 7,892,088 that relates to casino gaming systems. In November 2012, MGT Gaming filed a patent infringement suit against Caesars Entertainment Corporation (NASDAQ GS: CZR), MGM Resorts International, Inc. (NYSE: MGM), WMS Gaming, Inc. - a subsidiary of WMS Industries, Inc. (NYSE: WMS), Penn National Gaming, Inc. (NASDAQ GS: PENN), and Aruze Gaming America, Inc. In addition, the Company owns a majority interest in Medicsight, Ltd, a medical technology company with patent ownership, as well as operations in imaging software and hardware devices. The company's computer-aided detection software assists radiologists with detection of colorectal polyps, and has received regulatory approvals including CE Mark and U. S. FDA clearance.

About Nixon & Vanderhye P.C.

With more than 25 years of excellence, Nixon & Vanderhye P.C. is a uniquely structured law firm comprised of 37 highly skilled and experienced shareholders who provide top quality representation in all aspects of intellectual property law to a widely diverse client base ranging from single inventors to the world's leading companies. As an IP boutique, the firm does not compete based upon size, but rather on expertise and performance; the result of this focus is that N & V has established itself as one of the world's top intellectual property law firms for both patent prosecution and patent litigation. Among other recognition, peers and legal experts have named N & V as one of the top Washington D.C. area firms for handling complex patent litigation matters. More information can be found at www.nixonvan.com

Forward Looking Statements:

This press release contains forward-looking statements. The words or phrases "would be," "will allow," "intends to," "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," or similar expressions are intended to identify "forward-looking statements." MGT's financial and operational results reflected above should not be construed by any means as representative of the current or future value of its common stock. All information set forth in this news release, except historical and factual information, represents forward-looking statements. This includes all statements about the Company's plans, beliefs, estimates and expectations. These statements are based on current estimates and projections, which involve certain risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. These risks and uncertainties include issues related to: rapidly changing technology and evolving standards in the industries in which the Company and its subsidiaries operate; the ability to obtain sufficient funding to continue operations, maintain adequate cash flow, profitably exploit new business, license and sign new agreements; the unpredictable nature of consumer preferences; and other factors set forth in the Company's most recently filed annual report and registration statement. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. Readers should carefully review the risks and uncertainties described in other documents that the Company files from time to time with the U.S. Securities and Exchange Commission.

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